

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, <i>et al.</i>,	:	Case No. 18-23538 (RDD)
	:	(Jointly Administered)
Debtors.¹	:	
-----	X	
Sears Holdings Corp., <i>et al.</i>,	:	
	:	
Plaintiffs	:	
vs.	:	
Edward Scott Lampert, <i>et al.</i>,	:	
	:	
Defendants.	:	Consolidated at
-----	X	Adv. Pro. 19-08250 (RDD)
Sears Holdings Corporation, <i>et al.</i>,	:	
	:	
Plaintiffs	:	
vs.	:	
Andrew H. Tisch, <i>et al.</i>,	:	
	:	
Defendants.	:	
-----	X	

**NOTICE OF FILING OF AMENDED
EXHIBIT TO EXECUTED SETTLEMENT AGREEMENT**

PLEASE TAKE NOTICE that on August 9, 2022, the Debtors and the Official Committee of Unsecured Creditors of Sears Holdings Corporation (the “Creditors’ Committee”) filed the *Joint*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188);

Motion of Debtors and Official Committee of Unsecured Creditors for Entry of an Order Approving Settlement Agreements, Granting Certain Related Relief, and Authorizing Certain Nonmaterial Plan Modifications in Furtherance of the Effective Date of the Plan [Case No. 18-23538, ECF No. 10566; Case No. 19-08250, ECF No. 279] (the “Settlement Motion”).²

PLEASE TAKE FURTHER NOTICE that on August 10, 2022, the Debtors and the Creditors’ Committee filed the *Notice of Filing of Executed Settlement Agreement* [ECF No. 10579].

PLEASE TAKE FURTHER NOTICE that attached as Exhibit 1 to the executed Settlement Agreement was a list of all Public Shareholder Defendants party to the Settlement Agreement (the “Participating Public Shareholder Defendants” and, the list of such defendants, the “Original List of Participating Public Shareholder Defendants”).

PLEASE TAKE FURTHER NOTICE that on August 30, 2022, the Debtors and the Creditors’ Committee filed the *Notice of Filing of Amended Exhibit to Executed Settlement Agreement* [ECF No. 10621], attached to which was an amended version of the Original List of Participating Public Shareholder Defendants.

PLEASE TAKE FURTHER NOTICE that on September 6, 2022, the Debtors and the Creditors’ Committee filed the *Notice of Filing of Amended Exhibit to Executed Settlement Agreement* [ECF No. 10633], attached to which was a further amended version of the Original List

Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Settlement Motion, the *Order (I) Confirming Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors and (II) Granting Related Relief* [ECF No. 5370] or the *Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* [ECF No. 5370-1] (the “Plan”), as applicable.

of Participating Public Shareholder Defendants (the “Further Amended List of Participating Public Shareholder Defendants”).

PLEASE TAKE FURTHER NOTICE that attached hereto as **Exhibit A** is a further amended list of Participating Public Shareholder Defendants (the “Third Amended List of Participating Public Shareholder Defendants”).

PLEASE TAKE FURTHER NOTICE that attached hereto as **Exhibit B** is a blackline of the Third Amended List of Participating Public Shareholder Defendants marked against the Further Amended List of Participating Public Shareholder Defendants.

PLEASE TAKE FURTHER NOTICE that attached hereto as **Exhibit C** is a blackline of the Third Amended List of Participating Public Shareholder Defendants marked against the Original List of Participating Public Shareholder Defendants.

Dated: September 14, 2022
New York, New York

/s/ Garrett Fail
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Garrett Fail
Sunny Singh

*Counsel for the Debtors
and Debtors in Possession*

/s/ Ira S. Dizengoff
AKIN GUMP STRAUSS HAUSER & FELD LLP
One Bryant Park
New York, New York 10036
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Ira S. Dizengoff
Philip C. Dublin
Sara L. Brauner
Zachary D. Lanier

*Counsel for the Official Committee
of Unsecured Creditors*

EXHIBIT A

Third Amended List of Participating Public Shareholder Defendants

EXHIBIT 1

List of Participating Public Shareholder Defendants (amended to include Additional Public Shareholder Defendants¹)

Participating Public Shareholder Defendant	Settlement Payment Amount	Law Firm / Counsel
T. Rowe Price Associates, Inc. (on behalf of T. Rowe Price High Yield Fund; T. Rowe Price Institutional High Yield Fund; T. Rowe Price Funds SICAV - Global High Yield Bond Fund; T. Rowe Price U.S. Equities Trust; T. Rowe Price Total Equity Market Index Fund; and T. Rowe Price Extended Equity Market Index Fund)	\$63,160.00	Morgan, Lewis & Bockius LLP
Ori Uziel	\$61,759.00	Morgan, Lewis & Bockius LLP
Blackrock Asset Management Ireland Limited BlackRock Inc. The Bank of New York Mellon (International) Limited, as Trustee of the Blackrock iShares UK Equity Index Fund (UK)	\$488,325.00	Morgan, Lewis & Bockius LLP
D. E. Shaw All Country Global Alpha Extension Portfolios, L.L.C.	\$809.00	Morgan, Lewis & Bockius LLP
D. E. Shaw All Country Global Alpha Plus Special Fund, L.P.	\$2,371.00	Morgan, Lewis & Bockius LLP
D. E. Shaw Kalon Portfolios, L.L.C.	\$20,104.00	Morgan, Lewis & Bockius LLP
D. E. Shaw Oculus Portfolios, L.L.C.	\$46,928.00	Morgan, Lewis & Bockius LLP
D. E. Shaw U.S. Broad Market Core Alpha Extension Portfolios, L.L.C.	\$8,538.00	Morgan, Lewis & Bockius LLP
D. E. Shaw U.S. Broad Market Core Alpha Extension Special Portfolios II (MA), L.L.C.	\$2,374.00	Morgan, Lewis & Bockius LLP
D. E. Shaw U.S. Broad Market Core Alpha Plus Special Fund, L.P.	\$10,671.00	Morgan, Lewis & Bockius LLP
D. E. Shaw U.S. Large Cap Core Alpha Extension Portfolios, L.L.C.	\$1,187.00	Morgan, Lewis & Bockius LLP
D. E. Shaw Valence Portfolios, L.L.C.	\$129,943.00	Morgan, Lewis & Bockius LLP
D. E. Shaw World Alpha Extension Portfolios, L.L.C.	\$3,436.00	Morgan, Lewis & Bockius LLP
Dekel Partners, L.P. Fine Offshore Partners, L.P. Fine Partners I, L.P.	\$469,061.00	Morgan, Lewis & Bockius LLP

¹ The Parties have acknowledged that a typographical error was made in Section 3(d) of the Agreement regarding the Certification to be made by Additional Public Shareholder Defendants. For the avoidance of doubt, such Certifications shall include the total number of shares of stock in Lands' End, Inc. and the total number of Seritage Growth Properties subscription rights that the Additional Public Shareholder Defendant or, as applicable, one or more of its Related Parties as set forth in such certification, received in connection with the transfers that are alleged in the Public Shareholder Action to be avoidable. All of the Additional Public Shareholder Defendants listed herein have been approved by the relevant Parties.

Noga Partners, L.P. Tapuz Partners, L.P.		
Sculptor Domestic Partners II LP Sculptor Domestic Partners, LP Sculptor Capital Investments, LLC (aka Sculptor Group fdba Och-Ziff Capital Management Group, LLC) Sculptor Capital Management, Inc. (fdba Och-Ziff Capital Management Group Inc., aka Oz Group)	\$64,089.00	Morgan, Lewis & Bockius LLP
Force Capital II LLC Force Capital II Ltd Force Capital Ltd Force Select Ltd	\$177,582.00	Morgan, Lewis & Bockius LLP
The Vanguard Group, Inc., as Agent Vanguard Balanced Index Fund Vanguard Consumer Discretionary Index Fund Vanguard Extended Market Index Fund Vanguard Growth and Income Fund Vanguard Institutional Total Stock Market Index Fund Vanguard Large-Cap Index Fund Vanguard Mid-Cap Index Fund Vanguard Mid-Cap Index Portfolio Vanguard Mid-Cap Value Index Fund Vanguard Small-Cap Index Fund Vanguard Small-Cap Value Index Fund Vanguard Tax-Managed Capital Appreciation Fund Vanguard Total Stock Market Index Fund Vanguard Total Stock Market Index Trust Vanguard Value Index Fund	\$483,594.17	Morgan, Lewis & Bockius LLP
MOST DIVERSIFIED PORTFOLIO SICAV - TOBAM ANTIBENCHMARK GLOBAL EQUITY FUND	\$1,664.00	Morgan, Lewis & Bockius LLP
MOST DIVERSIFIED PORTFOLIO SICAV - TOBAM ANTI-BENCHMARK US EQUITY FUND	\$55,359.00	Morgan, Lewis & Bockius LLP
MOST DIVERSIFIED PORTFOLIO SICAV - TOBAM ANTI-BENCHMARK WORLD EQUITY FUND	\$24,441.00	Morgan, Lewis & Bockius LLP
Omega Advisors Inc. Omega Capital Investors, L.P. Omega Capital Partners, L.P. Omega Charitable Partnership, L.P. Omega Equity Investors, L.P. Omega Overseas Partners, Ltd	\$107,288.00	Morgan, Lewis & Bockius LLP
Karlin Holdings Limited Partnership	\$154,829.00	Morgan, Lewis & Bockius LLP
GSO Aiguille Des Grands Montets Fund I LP GSO Aiguille Des Grands Montets Fund II LP GSO Aiguille Des Grands Montets Fund III LP GSO Cactus Credit Opportunities Fund LP GSO Coastline Credit Partners LP GSO Credit Alpha Trading (Cayman) LP GSO Credit-A Partners LP GSO Palmetto Opportunistic Investment Partners LP GSO Special Situations Fund LP GSO Special Situations Master Fund LP GSO Special Situations Overseas Fund Ltd Steamboat Credit Opportunities Master Fund LP	\$419,624.00	Morgan, Lewis & Bockius LLP

Barclays Capital Inc. Barclays Capital Securities Limited Barclays Capital Derivative Funding	\$154,841.00	Morgan, Lewis & Bockius LLP
Fiam LLC Jonathan Chiel, as Trustee of the Fidelity Concord Street Trust	\$72,403.00	Morgan, Lewis & Bockius LLP
Gothic HSP Corporation	\$57,588.00	Morgan, Lewis & Bockius LLP
First Trust Consumer Discretionary Alphadex® Fund	\$40,661.00	Morgan, Lewis & Bockius LLP
HBOS Final Salary Pension Scheme	\$62,603.74	Allen & Overy LLP
SAC Capital Associates, LLC (n/k/a Point72 Associates, LLC)	\$259,842.75	Schulte Roth & Zabel LLP
Lockheed Martin Corporation Master Retirement Trust	\$7,895.37	Schulte Roth & Zabel LLP
MASON CAPITAL MGMT LLC	\$82,899.15	Schulte Roth & Zabel LLP
Kenden Alford	\$1,901.33	Seward & Kissel LLP
AQR DELTA Fund, LP AQR DELTA Master Account, L.P. AQR DELTA Sapphire Fund, LP AQR DELTA XN Fund, LP	\$55,968.97	Greene Espel PLLP
Credit Suisse First Boston	\$1,893.57	Cahill Gordon & Reindel LLP
Credit Suisse Funds AG	\$531.71	Cahill Gordon & Reindel LLP
Horizon Spin-off and Corporate Restructuring Fund	\$11,160.70	K&L Gates LLP
Kinetics Portfolio Trust	\$142,275.67	K&L Gates LLP
Luma Capital S.A. - SPF	\$121,272.57	K&L Gates LLP
Prescott Associates L.P. Prescott General Partners LLC Prescott International Partners L.P. Prescott Investors, Inc.	\$82,412.25	K&L Gates LLP
Global Targeted Value Fund, a subfund of Dimensional Funds plc	\$4,168.67	Stradley Ronon Stevens & Young, LLP
U.S. Targeted Value Portfolio, a series of DFA Investment Dimensions Group Inc.	\$1,325.78	Stradley Ronon Stevens & Young, LLP
U.S. Core Equity 1 Portfolio, a series of DFA Investment Dimensions Group Inc.	\$22,730.91	Stradley Ronon Stevens & Young, LLP
U.S. Core Equity 2 Portfolio, a series of DFA Investment Dimensions Group Inc.	\$33,445.69	Stradley Ronon Stevens & Young, LLP
U.S. Sustainability Core 1 Portfolio, a series of DFA Investment Dimensions Group Inc.	\$1,025.09	Stradley Ronon Stevens & Young, LLP
U.S. Social Core Equity 2 Portfolio, a series of DFA Investment Dimensions Group Inc.	\$906.10	Stradley Ronon Stevens & Young, LLP
U.S. Large Cap Equity Portfolio, a series of DFA Investment Dimensions Group Inc.	\$555.25	Stradley Ronon Stevens & Young, LLP
VA U.S. Large Value Portfolio, a series of DFA Investment Dimensions Group Inc.	\$1,169.35	Stradley Ronon Stevens & Young, LLP
U.S. Vector Equity Portfolio, a series of DFA Investment Dimensions Group Inc.	\$10,580.74	Stradley Ronon Stevens & Young, LLP
Dimensional U.S. Core Equity 2 ETF, a series of Dimensional ETF Trust (into which T.A. U.S. Core Equity 2 Portfolio, a series of DFA Investment Dimensions Group Inc., was converted)	\$9,032.20	Stradley Ronon Stevens & Young, LLP
Dimensional U.S. Targeted Value ETF, a series of Dimensional ETF Trust (into which Tax-Managed U.S.	\$239.87	Stradley Ronon Stevens & Young, LLP

Targeted Value Portfolio, a series of DFA Investment Dimensions Group Inc., was converted)		
Dimensional U.S. Equity ETF, a series of Dimensional ETF Trust (into which Tax-Managed U.S. Equity Series, a series of DFA Investment Dimensions Group Inc., was converted)	\$1,213.08	Stradley Ronon Stevens & Young, LLP
QIC Limited as Trustee for the Queensland Investment Trust No. 2 (incorrectly named in the public shareholder action as QIT2 IE DFA CORE MANDATE)	\$2,008.00	Jones Day
<i>including the following Additional Public Shareholder Defendants</i>		
Goldman Sachs Profit Sharing Master Trust	\$5,098.00	Morgan, Lewis & Bockius LLP
SICAV State Street Banq, Paris State Street Bank & Trust Co. State Street Global Advisors State Street Global Advisors - FTSE RAFI DEV1000 INDX NL CTF State Street Global Advisors - SSCSIL SSGA EUT GBL DEV INX EQ	\$144,005.98	Morgan, Lewis & Bockius LLP
RIEF Trading LLC	\$14,140.88	Katten Muchin Rosenman LLP
RIEF RMP LLC	\$4,744.41	Joel W. Sternman (j.sternman@katten.com)
GF Trading LLC	\$9,774.34	Brian J. Poronsky (brian.poronsky@katten.com)
HAP Trading LLC	\$75,039.63	Shannon C. Gross (shannon.gross@katten.com) 525 West Monroe Street Chicago, Illinois 60661
Total Settlement Payment from Participating Public Shareholder Defendants	\$4,294,490.92	

EXHIBIT B

**Blackline of Third Amended List of Participating Public Shareholder
Defendants Against Further Amended List of Participating Public Shareholder Defendants**

EXHIBIT 1

List of Participating Public Shareholder Defendants (amended to include Additional Public Shareholder Defendants¹)

Participating Public Shareholder Defendant	Settlement Payment Amount	Law Firm / Counsel
T. Rowe Price Associates, Inc. (on behalf of T. Rowe Price High Yield Fund, T. Rowe Price Institutional High Yield Fund; T. Rowe Price Funds SICAV - Global High Yield Bond Fund; T. Rowe Price U.S. Equities Trust; T. Rowe Price Total Equity Market Index Fund; and T. Rowe Price Extended Equity Market Index Fund)	\$63,160.00	Morgan, Lewis & Bockius LLP
Ori Uziel	\$61,759.00	Morgan, Lewis & Bockius LLP
Blackrock Asset Management Ireland Limited BlackRock Inc. The Bank of New York Mellon (International) Limited, as Trustee of the Blackrock iShares UK Equity Index Fund (UK)	\$488,325.00	Morgan, Lewis & Bockius LLP
D. E. Shaw All Country Global Alpha Extension Portfolios, L.L.C.	\$809.00	Morgan, Lewis & Bockius LLP
D. E. Shaw All Country Global Alpha Plus Special Fund, L.P.	\$2,371.00	Morgan, Lewis & Bockius LLP
D. E. Shaw Kalon Portfolios, L.L.C.	\$20,104.00	Morgan, Lewis & Bockius LLP
D. E. Shaw Oculus Portfolios, L.L.C.	\$46,928.00	Morgan, Lewis & Bockius LLP
D. E. Shaw U.S. Broad Market Core Alpha Extension Portfolios, L.L.C.	\$8,538.00	Morgan, Lewis & Bockius LLP
D. E. Shaw U.S. Broad Market Core Alpha Extension Special Portfolios II (MA), L.L.C.	\$2,374.00	Morgan, Lewis & Bockius LLP
D. E. Shaw U.S. Broad Market Core Alpha Plus Special Fund, L.P.	\$10,671.00	Morgan, Lewis & Bockius LLP
D. E. Shaw U.S. Large Cap Core Alpha Extension	\$1,187.00	Morgan, Lewis & Bockius

¹ The Parties have acknowledged that a typographical error was made in Section 3(d) of the Agreement regarding the Certification to be made by Additional Public Shareholder Defendants. For the avoidance of doubt, such Certifications shall include the total number of shares of stock in Lands' End, Inc. and the total number of Seritage Growth Properties subscription rights that the Additional Public Shareholder Defendant or, as applicable, one or more of its Related Parties as set forth in such certification, received in connection with the transfers that are alleged in the Public Shareholder Action to be avoidable. All of the Additional Public Shareholder Defendants listed herein have been approved by the relevant Parties.

Portfolios, L.L.C.		LLP
D. E. Shaw Valence Portfolios, L.L.C.	\$129,943.00	Morgan, Lewis & Bockius LLP
D. E. Shaw World Alpha Extension Portfolios, L.L.C.	\$3,436.00	Morgan, Lewis & Bockius LLP
Dekel Partners, L.P. Fine Offshore Partners, L.P. Fine Partners I, L.P. Noga Partners, L.P. Tapuz Partners, L.P.	\$469,061.00	Morgan, Lewis & Bockius LLP
Sculptor Domestic Partners II LP Sculptor Domestic Partners, LP Sculptor Capital Investments, LLC (aka Sculptor Group fdba Och-Ziff Capital Management Group, LLC) Sculptor Capital Management, Inc. (fdba Och-Ziff Capital Management Group Inc., aka Oz Group)	\$64,089.00	Morgan, Lewis & Bockius LLP
Force Capital II LLC Force Capital II Ltd Force Capital Ltd Force Select Ltd	\$177,582.00	Morgan, Lewis & Bockius LLP
The Vanguard Group, Inc., as Agent Vanguard Balanced Index Fund Vanguard Consumer Discretionary Index Fund Vanguard Extended Market Index Fund Vanguard Growth and Income Fund Vanguard Institutional Total Stock Market Index Fund Vanguard Large-Cap Index Fund Vanguard Mid-Cap Index Fund Vanguard Mid-Cap Index Portfolio Vanguard Mid-Cap Value Index Fund Vanguard Small-Cap Index Fund Vanguard Small-Cap Value Index Fund Vanguard Tax-Managed Capital Appreciation Fund Vanguard Total Stock Market Index Fund Vanguard Total Stock Market Index Trust Vanguard Value Index Fund	\$477,619.00 <u>\$483,594.17</u>	Morgan, Lewis & Bockius LLP
MOST DIVERSIFIED PORTFOLIO SICAV - TOBAM ANTIBENCHMARK GLOBAL EQUITY FUND	\$1,664.00	Morgan, Lewis & Bockius LLP
MOST DIVERSIFIED PORTFOLIO SICAV - TOBAM ANTI-BENCHMARK US EQUITY FUND	\$55,359.00	Morgan, Lewis & Bockius LLP
MOST DIVERSIFIED PORTFOLIO SICAV - TOBAM ANTI-BENCHMARK WORLD EQUITY FUND	\$24,441.00	Morgan, Lewis & Bockius LLP
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Karlin Holdings Limited Partnership	\$154,829.00	Morgan, Lewis & Bockius LLP
GSO Aiguille Des Grands Montets Fund I LP GSO Aiguille Des Grands Montets Fund II LP GSO Aiguille Des Grands Montets Fund III LP GSO Cactus Credit Opportunities Fund LP GSO Coastline Credit Partners LP	\$419,624.00	Morgan, Lewis & Bockius LLP

GSO Credit Alpha Trading (Cayman) LP GSO Credit-A Partners LP GSO Palmetto Opportunistic Investment Partners LP GSO Special Situations Fund LP GSO Special Situations Master Fund LP GSO Special Situations Overseas Fund Ltd Steamboat Credit Opportunities Master Fund LP		
Barclays Capital Inc. Barclays Capital Securities Limited Barclays Capital Derivative Funding	\$154,841.00	Morgan, Lewis & Bockius LLP
Fiam LLC Jonathan Chiel, as Trustee of the Fidelity Concord Street Trust	\$72,403.00	Morgan, Lewis & Bockius LLP
Gothic HSP Corporation	\$57,588.00	Morgan, Lewis & Bockius LLP
First Trust Consumer Discretionary Alphadex® Fund	\$40,661.00	Morgan, Lewis & Bockius LLP
HBOS Final Salary Pension Scheme	\$62,603.74	Allen & Overy LLP
SAC Capital Associates, LLC (n/k/a Point72 Associates, LLC)	\$259,842.75	Schulte Roth & Zabel LLP
Lockheed Martin Corporation Master Retirement Trust	\$7,895.37	Schulte Roth & Zabel LLP
MASON CAPITAL MGMT LLC	\$82,899.15	Schulte Roth & Zabel LLP
Kenden Alfond	\$1,901.33	Seward & Kissel LLP
AQR DELTA Fund, LP AQR DELTA Master Account, L.P. AQR DELTA Sapphire Fund, LP AQR DELTA XN Fund, LP	\$55,968.97	Greene Espel PLLP
Credit Suisse First Boston	\$1,893.57	Cahill Gordon & Reindel LLP
Credit Suisse Funds AG	\$531.71	Cahill Gordon & Reindel LLP
Horizon Spin-off and Corporate Restructuring Fund	\$11,160.70	K&L Gates LLP
Kinetics Portfolio Trust	\$142,275.67	K&L Gates LLP
Luma Capital S.A. - SPF	\$121,272.57	K&L Gates LLP
Prescott Associates L.P. Prescott General Partners LLC Prescott International Partners L.P. Prescott Investors, Inc.	\$82,412.25	K&L Gates LLP
Global Targeted Value Fund, a subfund of Dimensional Funds plc	\$4,168.67	Stradley Ronon Stevens & Young, LLP
U.S. Targeted Value Portfolio, a series of DFA Investment Dimensions Group Inc.	\$1,325.78	Stradley Ronon Stevens & Young, LLP
U.S. Core Equity 1 Portfolio, a series of DFA Investment Dimensions Group Inc.	\$22,730.91	Stradley Ronon Stevens & Young, LLP
U.S. Core Equity 2 Portfolio, a series of DFA Investment Dimensions Group Inc.	\$33,445.69	Stradley Ronon Stevens & Young, LLP
U.S. Sustainability Core 1 Portfolio, a series of DFA Investment Dimensions Group Inc.	\$1,025.09	Stradley Ronon Stevens & Young, LLP
U.S. Social Core Equity 2 Portfolio, a series of DFA Investment Dimensions Group Inc.	\$906.10	Stradley Ronon Stevens & Young, LLP
U.S. Large Cap Equity Portfolio, a series of DFA Investment Dimensions Group Inc.	\$555.25	Stradley Ronon Stevens & Young, LLP
VA U.S. Large Value Portfolio, a series of DFA Investment Dimensions Group Inc.	\$1,169.35	Stradley Ronon Stevens & Young, LLP
U.S. Vector Equity Portfolio, a series of DFA Investment	\$10,580.74	Stradley Ronon Stevens &

Dimensions Group Inc.		Young, LLP
Dimensional U.S. Core Equity 2 ETF, a series of Dimensional ETF Trust (into which T.A. U.S. Core Equity 2 Portfolio, a series of DFA Investment Dimensions Group Inc., was converted)	\$9,032.20	Stradley Ronon Stevens & Young, LLP
Dimensional U.S. Targeted Value ETF, a series of Dimensional ETF Trust (into which Tax-Managed U.S. Targeted Value Portfolio, a series of DFA Investment Dimensions Group Inc., was converted)	\$239.87	Stradley Ronon Stevens & Young, LLP
Dimensional U.S. Equity ETF, a series of Dimensional ETF Trust (into which Tax-Managed U.S. Equity Series, a series of DFA Investment Dimensions Group Inc., was converted)	\$1,213.08	Stradley Ronon Stevens & Young, LLP
QIC Limited as Trustee for the Queensland Investment Trust No. 2 (incorrectly named in the public shareholder action as QIT2 IE DFA CORE MANDATE)	\$2,008.00	Jones Day
<i>including the following Additional Public Shareholder Defendants</i>		
Goldman Sachs Profit Sharing Master Trust	\$5,098.00	Morgan, Lewis & Bockius LLP
SICAV State Street Banq, Paris State Street Bank & Trust Co. State Street Global Advisors State Street Global Advisors - FTSE RAFI DEV1000 INDX NL CTF State Street Global Advisors - SSCSIL SSGA EUT GBL DEV INX EQ	\$144,005.98	Morgan, Lewis & Bockius LLP
RIEF Trading LLC	\$14,140.88	Katten Muchin Rosenman LLP Joel W. Sternman (j.sternman@katten.com) Brian J. Poronsky (brian.poronsky@katten.com) Shannon C. Gross (shannon.gross@katten.com) 525 West Monroe Street Chicago, Illinois 60661
RIEF RMP LLC	\$4,744.41	
GF Trading LLC	\$9,774.34	
HAP Trading LLC	\$75,039.63	
Total Settlement Payment from Participating Public Shareholder Defendants	\$4,288,515.75 <u>\$4,294,490.92</u>	

EXHIBIT C

**Blackline of Third Amended List of Participating Public Shareholder
Defendants Against Original List of Participating Public Shareholder Defendants**

EXHIBIT 1

List of Participating Public Shareholder Defendants ([amended to include Additional Public Shareholder Defendants¹](#))

Participating Public Shareholder Defendant	Settlement Payment Amount	Law Firm / Counsel
T. Rowe Price Associates, Inc. (on behalf of T. Rowe Price High Yield Fund, T. Rowe Price Institutional High Yield Fund; T. Rowe Price Funds SICAV - Global High Yield Bond Fund; T. Rowe Price U.S. Equities Trust; T. Rowe Price Total Equity Market Index Fund; and T. Rowe Price Extended Equity Market Index Fund)	\$63,160.00	Morgan, Lewis & Bockius LLP
Ori Uziel	\$61,759.00	Morgan, Lewis & Bockius LLP
Blackrock Asset Management Ireland Limited BlackRock Inc. The Bank of New York Mellon (International) Limited, as Trustee of the Blackrock iShares UK Equity Index Fund (UK)	\$488,325.00	Morgan, Lewis & Bockius LLP
D. E. Shaw All Country Global Alpha Extension Portfolios, L.L.C.	\$809.00	Morgan, Lewis & Bockius LLP
D. E. Shaw All Country Global Alpha Plus Special Fund, L.P.	\$2,371.00	Morgan, Lewis & Bockius LLP
D. E. Shaw Kalon Portfolios, L.L.C.	\$20,104.00	Morgan, Lewis & Bockius LLP
D. E. Shaw Oculus Portfolios, L.L.C.	\$46,928.00	Morgan, Lewis & Bockius LLP
D. E. Shaw U.S. Broad Market Core Alpha Extension Portfolios, L.L.C.	\$8,538.00	Morgan, Lewis & Bockius LLP
D. E. Shaw U.S. Broad Market Core Alpha Extension Special Portfolios II (MA), L.L.C.	\$2,374.00	Morgan, Lewis & Bockius LLP
D. E. Shaw U.S. Broad Market Core Alpha Plus Special Fund, L.P.	\$10,671.00	Morgan, Lewis & Bockius LLP
D. E. Shaw U.S. Large Cap Core Alpha Extension	\$1,187.00	Morgan, Lewis & Bockius

¹ [The Parties have acknowledged that a typographical error was made in Section 3\(d\) of the Agreement regarding the Certification to be made by Additional Public Shareholder Defendants. For the avoidance of doubt, such Certifications shall include the total number of shares of stock in Lands' End, Inc. and the total number of Seritage Growth Properties subscription rights that the Additional Public Shareholder Defendant or, as applicable, one or more of its Related Parties as set forth in such certification, received in connection with the transfers that are alleged in the Public Shareholder Action to be avoidable. All of the Additional Public Shareholder Defendants listed herein have been approved by the relevant Parties.](#)

Portfolios, L.L.C.		LLP
D. E. Shaw Valence Portfolios, L.L.C.	\$129,943.00	Morgan, Lewis & Bockius LLP
D. E. Shaw World Alpha Extension Portfolios, L.L.C.	\$3,436.00	Morgan, Lewis & Bockius LLP
Dekel Partners, L.P. Fine Offshore Partners, L.P. Fine Partners I, L.P. Noga Partners, L.P. Tapuz Partners, L.P.	\$469,061.00	Morgan, Lewis & Bockius LLP
Sculptor Domestic Partners II LP Sculptor Domestic Partners, LP Sculptor Capital Investments, LLC (aka Sculptor Group fdba Och-Ziff Capital Management Group, LLC) Sculptor Capital Management, Inc. (fdba Och-Ziff Capital Management Group Inc., aka Oz Group)	\$64,089.00	Morgan, Lewis & Bockius LLP
Force Capital II LLC Force Capital II Ltd Force Capital Ltd Force Select Ltd	\$177,582.00	Morgan, Lewis & Bockius LLP
The Vanguard Group, Inc., as Agent Vanguard Balanced Index Fund Vanguard Consumer Discretionary Index Fund Vanguard Extended Market Index Fund Vanguard Growth and Income Fund Vanguard Institutional Total Stock Market Index Fund Vanguard Large-Cap Index Fund Vanguard Mid-Cap Index Fund Vanguard Mid-Cap Index Portfolio Vanguard Mid-Cap Value Index Fund Vanguard Small-Cap Index Fund Vanguard Small-Cap Value Index Fund Vanguard Tax-Managed Capital Appreciation Fund Vanguard Total Stock Market Index Fund Vanguard Total Stock Market Index Trust Vanguard Value Index Fund	\$477,619.00 <u>\$483,594.17</u>	Morgan, Lewis & Bockius LLP
MOST DIVERSIFIED PORTFOLIO SICAV - TOBAM ANTIBENCHMARK GLOBAL EQUITY FUND	\$1,664.00	Morgan, Lewis & Bockius LLP
MOST DIVERSIFIED PORTFOLIO SICAV - TOBAM ANTI-BENCHMARK US EQUITY FUND	\$55,359.00	Morgan, Lewis & Bockius LLP
MOST DIVERSIFIED PORTFOLIO SICAV - TOBAM ANTI-BENCHMARK WORLD EQUITY FUND	\$24,441.00	Morgan, Lewis & Bockius LLP
Omega Advisors Inc. Omega Capital Investors, L.P. Omega Capital Partners, L.P. Omega Charitable Partnership, L.P. Omega Equity Investors, L.P. Omega Overseas Partners, Ltd	\$107,288.00	Morgan, Lewis & Bockius LLP
Karlin Holdings Limited Partnership	\$154,829.00	Morgan, Lewis & Bockius LLP
GSO Aiguille Des Grands Montets Fund I LP GSO Aiguille Des Grands Montets Fund II LP GSO Aiguille Des Grands Montets Fund III LP GSO Cactus Credit Opportunities Fund LP GSO Coastline Credit Partners LP	\$419,624.00	Morgan, Lewis & Bockius LLP

GSO Credit Alpha Trading (Cayman) LP GSO Credit-A Partners LP GSO Palmetto Opportunistic Investment Partners LP GSO Special Situations Fund LP GSO Special Situations Master Fund LP GSO Special Situations Overseas Fund Ltd Steamboat Credit Opportunities Master Fund LP		
Barclays Capital Inc. Barclays Capital Securities Limited Barclays Capital Derivative Funding	\$154,841.00	Morgan, Lewis & Bockius LLP
Fiam LLC Jonathan Chiel, as Trustee of the Fidelity Concord Street Trust	\$72,403.00	Morgan, Lewis & Bockius LLP
Gothic HSP Corporation	\$57,588.00	Morgan, Lewis & Bockius LLP
First Trust Consumer Discretionary Alphadex® Fund	\$40,661.00	Morgan, Lewis & Bockius LLP
HBOS Final Salary Pension Scheme	\$62,603.74	Allen & Overy LLP
SAC Capital Associates, LLC (n/k/a Point72 Associates, LLC)	\$259,842.75	Schulte Roth & Zabel LLP
Lockheed Martin Corporation Master Retirement Trust	\$7,895.37	Schulte Roth & Zabel LLP
MASON CAPITAL MGMT LLC	\$82,899.15	Schulte Roth & Zabel LLP
Kenden Alfond	\$1,901.33	Seward & Kissel LLP
AQR DELTA Fund, LP AQR DELTA Master Account, L.P. AQR DELTA Sapphire Fund, LP AQR DELTA XN Fund, LP	\$55,968.97	Greene Espel PLLP
Credit Suisse First Boston	\$1,893.57	Cahill Gordon & Reindel LLP
Credit Suisse Funds AG	\$531.71	Cahill Gordon & Reindel LLP
Horizon Spin-off and Corporate Restructuring Fund	\$11,160.70	K&L Gates LLP
Kinetics Portfolio Trust	\$142,275.67	K&L Gates LLP
Luma Capital S.A. - SPF	\$121,272.57	K&L Gates LLP
Prescott Associates L.P. Prescott General Partners LLC Prescott International Partners L.P. Prescott Investors, Inc.	\$82,412.25	K&L Gates LLP
Global Targeted Value Fund, a subfund of Dimensional Funds plc	\$4,168.67	Stradley Ronon Stevens & Young, LLP
U.S. Targeted Value Portfolio, a series of DFA Investment Dimensions Group Inc.	\$1,325.78	Stradley Ronon Stevens & Young, LLP
U.S. Core Equity 1 Portfolio, a series of DFA Investment Dimensions Group Inc.	\$22,730.91	Stradley Ronon Stevens & Young, LLP
U.S. Core Equity 2 Portfolio, a series of DFA Investment Dimensions Group Inc.	\$33,445.69	Stradley Ronon Stevens & Young, LLP
U.S. Sustainability Core 1 Portfolio, a series of DFA Investment Dimensions Group Inc.	\$1,025.09	Stradley Ronon Stevens & Young, LLP
U.S. Social Core Equity 2 Portfolio, a series of DFA Investment Dimensions Group Inc.	\$906.10	Stradley Ronon Stevens & Young, LLP
U.S. Large Cap Equity Portfolio, a series of DFA Investment Dimensions Group Inc.	\$555.25	Stradley Ronon Stevens & Young, LLP
VA U.S. Large Value Portfolio, a series of DFA Investment Dimensions Group Inc.	\$1,169.35	Stradley Ronon Stevens & Young, LLP
U.S. Vector Equity Portfolio, a series of DFA Investment	\$10,580.74	Stradley Ronon Stevens &

Dimensions Group Inc.		Young, LLP
Dimensional U.S. Core Equity 2 ETF, a series of Dimensional ETF Trust (into which T.A. U.S. Core Equity 2 Portfolio, a series of DFA Investment Dimensions Group Inc., was converted)	\$9,032.20	Stradley Ronon Stevens & Young, LLP
Dimensional U.S. Targeted Value ETF, a series of Dimensional ETF Trust (into which Tax-Managed U.S. Targeted Value Portfolio, a series of DFA Investment Dimensions Group Inc., was converted)	\$239.87	Stradley Ronon Stevens & Young, LLP
Dimensional U.S. Equity ETF, a series of Dimensional ETF Trust (into which Tax-Managed U.S. Equity Series, a series of DFA Investment Dimensions Group Inc., was converted)	\$1,213.08	Stradley Ronon Stevens & Young, LLP
QIC Limited as Trustee for the Queensland Investment Trust No. 2 (incorrectly named in the public shareholder action as QIT2 IE DFA CORE MANDATE)	\$2,008.00	Jones Day
<i>including the following Additional Public Shareholder Defendants</i>		
Goldman Sachs Profit Sharing Master Trust	\$5,098.00	Morgan, Lewis & Bockius LLP
SICAV State Street Banq, Paris State Street Bank & Trust Co. State Street Global Advisors State Street Global Advisors - FTSE RAFI DEV1000 INDX NL CTF State Street Global Advisors - SSCSIL SSGA EUT GBL DEV INX EQ	\$144,005.98	Morgan, Lewis & Bockius LLP
RIEF Trading LLC	\$14,140.88	Katten Muchin Rosenman LLP Joel W. Sternman (j.sternman@katten.com) Brian J. Poronsky (brian.poronsky@katten.com) Shannon C. Gross (shannon.gross@katten.com) 525 West Monroe Street Chicago, Illinois 60661
RIEF RMP LLC	\$4,744.41	
GF Trading LLC	\$9,774.34	
HAP Trading LLC	\$75,039.63	
Total Settlement Payment from Participating Public Shareholder Defendants	\$4,035,712.51 \$4,294,490.92	